

CSFB.2024- 2025/90

May 28, 2024

**BSE Limited  
Listing Compliance  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001  
Maharashtra**

**National Stock Exchange of India Limited  
The Listing Department,  
Exchange Plaza,  
Bandra Kurla Complex,  
Mumbai - 400 051  
Maharashtra**

**Scrip Code: 544120, 951995 & 953739**

**Symbol: CAPITALSFB**

**Subject:** Annual Secretarial Compliance Report for the financial year ended March 31, 2024

Respected Sir/ Madam,

With reference to above captioned subject, we would like to submit herewith Annual Secretarial Compliance Report of the Bank for financial year ended March 31, 2024 issued by M/s Deepak Arora & Associates, Practicing Company Secretaries.

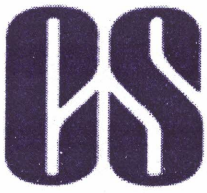
Thanking you,

Yours Faithfully

**For Capital Small Finance Bank Limited**

**Amit Sharma  
Company Secretary & Compliance Officer  
Membership No. F10888**

Encl: as above



# Deepak Arora & Associates

## Practicing Company Secretaries

23 Ka- 4 Jyoti Nagar, Near Vidhan  
Sabha, Jaipur- 302005 (Rajasthan)  
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ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF  
CAPITAL SMALL FINANCE BANK LIMITED  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Board of Directors,  
CAPITAL SMALL FINANCE BANK LIMITED  
MIDAS CORPORATE PARK 3<sup>rd</sup> FLOOR 37 G.T.  
JALANDHAR, PUNJAB, 144001

Dear Sir / Madam,

We, Deepak Arora & Associates, Company Secretaries in Practice have examined:

- all the documents and records made available to us and explanation provided by CAPITAL SMALL FINANCE BANK LIMITED ("the Listed Entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations as amended from time to time, whose provisions and the circulars/ guidelines issued thereunder, have been examined according to their applicability during the period under review, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period);**
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Listed Entity during the Review period);**
- g) Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021; **(Not applicable to the Listed Entity during the Review Period);**
- h) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Listed Entity during the Review period);**
- j) Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993;

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the period under review and based on confirmation received from the management of the company and as per NSE Circulars NSE/CML/2023/21 dated 16 March, 2023 & NSE/CML/ 2023/30 dated 10 April, 2023 and BSE Circulars 20230316-14 dated 16 March, 2023 and 20230410-41 dated 10 April, 2023, we hereby confirm that during the Review Period the compliances status of the company is appended as below:

SR. NO.	PARTICULARS	Compliance Status (Yes / No/ NA)	Observations /Remarks by PCS*
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013.	YES	-
2	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued</li> </ul>	YES  YES	-





	by SEBI		
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li> </ul>	<p>YES</p> <p>YES</p> <p>YES</p>	
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	-
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> (a) Identification of material subsidiary companies	NA	The Listed Entity does not have any subsidiaries
	(b) Disclosure requirement of material as well as other subsidiaries	NA	The Listed Entity does not have any subsidiaries
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;	YES	During the review period all Related party transactions





	b) In case no prior approval has been obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	NA	were entered after obtaining prior approval of audit committee.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	-
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	YES	BSE Limited (Stock Exchange) has levied a penalty of Rs. 76700/- including GST on the Company in terms of SEBI circular no. SEBI/HO/DDHS / DDHS_Div1/ P/CIR/2022/000 0000103 dated July 29, 2022 w.r.t Delay in submission of the financial results for the quarter end nine month ended 31.12.2023 under regulation 52 of SEBI (LODR) Regulations 2015, the Company had paid the requisite fine with Stock Exchange. Apart mentioned above there was No action(s) has been taken against the listed entity/ its promoters/





			directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No non- compliances were observed for any SEBI regulation / circular/guidance notes etc during the period under review.

**Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:**

No event relating to resignation of auditor has occurred during the review period; hence, this clause is not applicable.

*Note: : M/s S C V & Co. LLP (FRN 000235N), Chartered Accountants were appointed in a Board Meeting Dated February 27, 2024 in place of M/s T R Chadha & Co. LLP Chartered Accountants (ICAI Firm Registration No.006711N/N500028) who become ineligible for re-appointment due to Letter received from RBI, to conduct the Statutory Audit of the bank for the Financial Year 2023-24 and their term shall expire at the conclusion of Annual General Meeting to be held in the Financial Year 2024-25.*

**The Additional Disclosures of Annual Secretarial Compliance Report are as below:-**

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. NO.	Compliance Requirement (Regulations/circulars/guidelines including specific	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks





	clause)									
1.	As per Regulation 52 of SEBI (LODR) read with Schedule III	Regulation 52 of the SEBI LODR Regulations 2015 read with Schedule III	Delayed in (13 days delay) submission of financial result for the quarter and nine month ended December 2023	Bombay stock exchange Ltd. (BSE)	Imposition of penalty	BSE Limited has imposed a penalty of Rs. 76,700/- (Rupees Seventy Six Thousand Seven Hundred Only) (including GST) for delayed submission of Financial results	INR 76,700/- (including GST)	The Company had paid the prescribed Penalty. We offer no further comments. Further during the period under review the company had timely complied with all provision/Regulation and rules of SEBI and other acts	The Company has paid the required penalty amount	None

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. NO.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NA										



*Note:- Actions to comply with the observations made in previous reports are not applicable on the company because the company is required to give this compliance report for the first time due to listing of equity shares on 14.02.2024.*

**For DEEPAK ARORA & ASSOCIATES  
Practicing Company Secretaries  
ICSI Unique Code: P2001RJ080000**

**PLACE: Jaipur  
DATE: May 09, 2024**



**DEEPAK ARORA  
Partner**

**FCS No. 5104 | COP No. 3641**

**UDIN: F005104F000343233**

**Peer Review Certificate No: 692/2020**